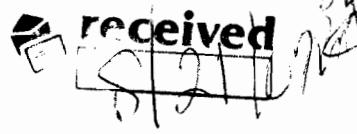


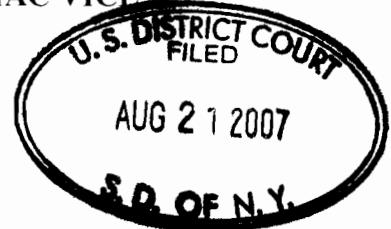
SCANNED

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

Compañía del Bajo Caroni (Caromin), C.A., and)
V.M.C. Mining Company, C.A.,)
)
Plaintiffs,)
)
v.)
)
Bolivarian Republic of Venezuela and)
Ministry of Basic Industries and Mines,)
)
Defendants.)
)

Case No. 07-CV-3179 (NRB)

**MOTION TO ADMIT COUNSEL
PRO HAC VICE**



PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Kenneth S. Leonetti, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of

PAUL S. REICHLER

Foley Hoag, LLP
1875 K Street, N.W.
Washington, D.C. 20006
Telephone: (202) 223-1200
Facsimile: (202) 785-6687
Email: preichler@foleyhoag.com

RONALD E. GOODMAN

Foley Hoag LLP
1875 18th Street, NW
Washington, DC 20006
Telephone: (202) 223-1200
Facsimile: (202) 785-6687
E-mail: rgoodman@foleyhoag.com

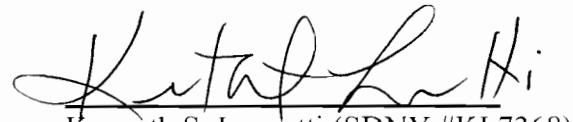
JANIS H. BRENNAN

Foley Hoag LLP
1875 18th Street, NW
Washington, DC 20006
Telephone: (202) 223-1200
Facsimile: (202) 785-6687
E-mail: jhbrennan@foleyhoag.com

To the best of my knowledge, information and belief, Mr. Reichler and Ms. Brennan are members in good standing of the Bar of Washington, D.C., Mr. Goodman is a member in good standing of the Bar of the State of New York and of Washington, D.C., and there are no pending disciplinary proceedings against any of these attorneys in any State or Federal Court.

WHEREFORE, it is respectfully requested that the Court grant the motion to admit Paul S. Reichler, Ronald E.M. Goodman, and Janis H. Brennan pro hac vice, to represent Defendants in this matter.

Dated: August 14, 2007
Boston, Massachusetts



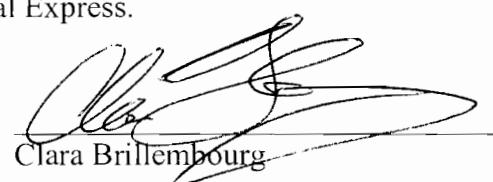
Kenneth S. Leonetti (SDNY #KL7368)
FOLEY HOAG LLP
155 Seaport Boulevard
Boston, Massachusetts 02210
Phone (617) 832-1000
Fax (617) 832-7000

Attorney for Defendants

CERTIFICATE OF SERVICE

I, Clara Brillembourg, hereby certify that on August 17, 2007, I caused a true copy of the foregoing document to be served upon all parties by Federal Express.

Dated: August , 2007



Clara Brillembourg

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Compañía del Bajo Caroni (Caromin), C.A., and)
V.M.C. Mining Company, C.A.,)
Plaintiffs,) Case No. 07-CV-3179 (NRB)
v.)
Bolivarian Republic of Venezuela and)
Ministry of Basic Industries and Mines,)
Defendants.)

STATE OF MASSACHUSETTS)
COUNTY OF SUFFOLK) ss:

**AFFIDAVIT OF KENNETH S. LEONETTI IN SUPPORT OF MOTION TO
ADMIT COUNSEL PRO HAC VICE**

Kenneth S. Leonetti, being duly sworn, hereby deposes and says as follows:

1. I am a partner with the firm of Foley Hoag LLP, counsel to Defendants in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendants' motion to admit Paul S. Reichler, Ronald E.M. Goodman, and Janis H. Brennan as counsel pro hac vice to represent Defendants in this matter.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law there in 1994. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I have known Paul S. Reichler since about June 1998.

4. I have known Ronald E.M. Goodman since about May 2007.

5. I have known Janis H. Brennan since about June 1998.

6. Mr. Reichler, Mr. Goodman, and Mrs. Brennan are partners at Foley Hoag LLP, resident in the firm's Washington D.C. office.

7. I have found Mr. Reichler, Mr. Goodman, and Mrs. Brennan to be skilled attorneys and persons of integrity. To the best of my knowledge and information, they are experienced in federal practice and are familiar with the Federal Rules of Civil Procedure.

8. Accordingly, I am pleased to move for the admission of Paul S. Reichler, Ronald E.M. Goodman, and Janis H. Brennan, pro hac vice.

9. I respectfully submit a proposed order granting the admission of Paul S. Reichler, Ronald E.M. Goodman, and Janis H. Brennan pro hac vice, which is attached hereto.



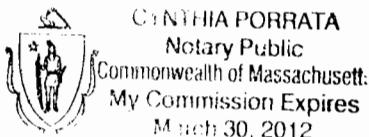
Kenneth S. Leonetti (SDNY # KL-7368)
FOLEY HOAG LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, Massachusetts 02210
(617) 832-1000
e-mail: kleonetti@foleyhoag.com

Counsel for Defendants

Sworn to before me this
14th day of August, 2007



CYNTHIA PORRATA
Notary Public
My commission expires: 3/30/12



CERTIFICATE OF SERVICE

I, Clara Brillembourg, hereby certify that on August 17, 2007, I caused a true copy of the foregoing document to be served upon all parties by Federal Express.

Dated: August , 2007



Clara Brillembourg



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D.C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

PAUL S. REICHLER

was on the 7TH day of JULY, 1973

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on August 10, 2007.

GARLAND PINKSTON, JR., CLERK

By: C.J. Jackson
Deputy Clerk



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D.C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia
Court of Appeals, do hereby certify that

RONALD E. M. GOODMAN

was on the 28TH day of APRIL, 189

duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on August
10, 2007.

GARLAND PINKSTON, JR., CLERK

By: C.L. Jackson
Deputy Clerk



*State of New York
Supreme Court, Appellate Division
Third Judicial Department*

I, Michael J. Novack, Clerk of the Appellate Division of the Supreme Court of the State of New York, Third Judicial Department, do hereby certify that

Ronald Emil Marburg Goodman

having taken and subscribed the Constitutional Oath of Office as prescribed by law, was duly licensed and admitted to practice by this Court as an Attorney and Counselor at Law in all courts of the State of New York on the 28th day of July, 1987, is currently in good standing and is registered with the Administrative Office of the Courts as required by section four hundred sixty-eight-a of the Judiciary Law.

*In Witness Whereof, I have hereunto set my hand
and affixed the Seal of said Court, at the
City of Albany, this 16th day of August,
2007.*



Michael J. Novack

Clerk



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D.C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia
Court of Appeals, do hereby certify that

JANIS H. BRENNAN

was on the 4th day of December, 1987

duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on August
14, 2007.

GARLAND PINKSTON, JR., CLERK

By: Rodney Cil
Deputy Clerk